

EXHIBIT 19

Re: David Boshea

Daniel White <danieljwhite@msn.com>

Thu 1/14/2021 11:08 AM

To: Gregory Jordan <gjordan@jz-llc.com>

📎 1 attachments (100 KB)

TAGFINAL.pdf;

Greg,

I attach a letter I wrote about 20 months ago to the SEC. I send it to hopefully give some context, in terms of names and companies and times, to our discussion and your decision-making regarding this matter. To the extent you can keep it confidential I would appreciate it.

Apparently, I was not the first to report Tagnetics to the SEC, and I am aware of an on-going SEC investigation into Tagnetics, and I have received a subpoena regarding same.

I share this with you because I believe that David Boshea was terminated because he refused to go along with a new investment scam initiative. I say that because as soon as he was terminated, a new Tagnetics was created in Wyoming (Smart Retail, LLC) and David was replaced by Kevin Nemetz. Nemetz then flew to Saudi Arabia with the Smart Retail "investment" team to try to raise money by pretending like the Tagnetics technology worked perfectly and Walgreens was going to release a billion-dollar purchase order.

DJW000285

Exhibit #

White 23

11/29/2021

exhibitsticker.com

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Jane A. Norberg, Chief
Office of the Whistleblower
United States Securities and Exchange Commission
100 F Street NE
Mail Stop 5631
Washington, DC 20549

SUBJECT: Tagnetics, Inc. - Possible Securities Law Violations

Dear Chief Norberg:

I write to advise the U.S. Securities and Exchange Commission of possible violations of securities laws that I believe have occurred, are occurring, and are about to occur on a multi million dollar scale.

I am an attorney, and in fact a criminal prosecutor, but this information came to me through my personal affairs and not through my state office. I do not practice securities law. I have never been an attorney for Tagnetics, Inc., or otherwise employed by them in any capacity. Counsel for Tagnetics, Inc. is Mitchell D. Goldsmith and the law firm of Taft Stettinius & Hollister LLP (collectively "TAFT"). I believe that Mr. Goldsmith is also an investor in Tagnetics, Inc.

The information that I present came to me primarily as an investor in Tagnetics, Inc. For a short time ending approximately 3 years ago, I was also a director of the company. I repeatedly brought my concerns presented here to management of the Tagnetics, Inc. and to the board of the company, and to TAFT directly, but they have not been addressed. Instead, TAFT stopped all communications with me and the possible violations have continued on an even greater scale.

While I would gladly accept assistance against the retaliation that I anticipate because of this report (and have already been threatened with), I am not seeking any monetary award should any action be taken by the Commission. Any disgorgement of ill-gotten gains should be returned to the investors.

Tagnetics, Inc. ("TAGNETICS") is in the business of designing, manufacturing, selling and installing electronic retail labels. TAGNETICS is incorporated in Delaware and was headquartered in Ohio. The Delaware Corporation Commission reports that TAGNETICS has not filed an annual report since 2014 and their status remains void and tax delinquent. The company has not had a shareholder meeting in more than 5 years, and has not sought or obtained shareholder approval for stock transactions representing more than 50% of the ownership of the

company. Since that time, and continuing today, TAGNETICS has nevertheless continued to sell securities to investors - both accredited and non-accredited. They appear to be close to another purported stock transaction with a value exceeding \$10 million with a French subsidiary of a Chinese company.

Compass Marketing, Inc. ("COMPASS"). I established COMPASS with my brother John White in 1998. I later gave half of my shares to my brother Michael White. COMPASS is a sales and marketing company incorporated in Virginia and headquartered in Annapolis, Maryland.

John White owns approximately 50% of COMPASS and is Chairman and Co-CEO of Compass. He has a significant amount of TAGNETICS stock and has also assumed the role of Chairman and Co-CEO of TAGNETICS. He has received significant salary and other compensation from both companies. He currently has more than 1 million dollars in recorded liens for unpaid taxes.

Larry S. McWilliams ("MCWILLIAMS") is Co-CEO of COMPASS and Co-CEO of TAGNETICS. He owns no COMPASS stock but does have a significant amount of TAGNETICS stock, some of which he bought and some of which was given to him. He has received significant salary and other compensation from both companies. MCWILLIAMS is also the Chairman of the Board of Armstrong Flooring (NYSE: AFI).

Michael White has never been employed by or otherwise participated in TAGNETICS business in any way and has never received any compensation of any sort from TAGNETICS to my knowledge.

Christopher A. Feiss ("FEISS"). In 2012, TAGNETICS management engaged FEISS and his firm Oppenheimer & Co. Inc. ("OPCO") to raise capital for TAGNETICS. To my knowledge, FEISS and OPCO never secured any investment in TAGNETICS. But OPCO did create a presentation of the multi-billion dollar "potential market" for electronic shelf labels. That presentation was used to secure additional investor funds. In 2014, FEISS was hired at COMPASS by John White to raise funds for TAGNETICS as an internal "banker" and he remains at COMPASS in some version of that role today.

In 2011, COMPASS began investing in and assisting TAGNETICS. At the time of my introduction to TAGNETICS, they were in an extremely dire financial position - although they did have modest sales in small applications of their electronic label systems. For a short time, I agreed to serve on the board of directors of Tagnetics to try to help guide them out of their precarious position. I also bought 300 shares (out of 8 million authorized) and paid \$10,000. I have never received any compensation of any kind for my work with TAGNETICS.

Starting in 2011, John White and MCWILLIAMS assembled a management and sales team, some of whom also worked at COMPASS.

Between 2011 and 2015, TAGNETICS management changed the sales approach away from an attempt at incremental increases in small placements of their existing technology and towards purported sales of huge deployments on a massive scale of a new technology that they did not have. TAGNETICS management created presentations of potential multi-billion dollar sales and falsely indicated that they had already secured purchase commitments from the world's largest retailers. In reality, they had not even designed the technology that they were presenting, nor developed, manufactured or tested it - much less sold any of it. Millions of dollars were spent on sales presentations, legal bills, and travel and entertainment, including for example nearly \$500,000 for rental of an entire cruise ship in February 2014 for a trip between New York and the Caribbean - with less than 25 people attending. A phrase often used by John White and FEISS was "fake it until you make it", and with others in TAGNETICS management they did just that. The only product development was in small scale models to be used for presentations to potential investors. It appeared that for every dollar spent on research and development, fifty were spent on travel and entertainment, legal services, and securing new investors.

In 2015, TAGNETICS secured an investment of 2.5 million dollars from Panasonic North America ("PSCNA"). I believe that the now-former president of PSCNA was a guest on the cruise ship the year before, and an adjacent Super Bowl boondoggle. PSCNA has subsequently abandoned their TAGNETICS investment. Without prior board approval, TAGNETICS management opened new bank accounts and deposited the PSCNA funds to the new account. The only signers on the account to my knowledge were John White and FEISS. Nearly \$500,000 of the PSCNA investment went to TAFT. I am not sure where the rest went, but it was quickly totally depleted.

During all of this time TAGNETICS was using, in my opinion, insufficient information in the PPM, misleading sales materials, and altered PPMs - or no PPM at all - to raise funds from investors.

Moreover, TAGNETICS began transferring stock and options to COMPASS and John White and then reselling it through COMPASS. Sometimes they "re-sold" it first and then transferred it to COMPASS and John White to match the sale. At various points, they apparently "back-dated" securities documents to cover "re-sales" that John White had made.

In 2015 much of this deception came to my attention. John White also asked me to help alter the PPM that TAFT had created, which was already materially deficient in my opinion, besides not being reviewed or authorized by the board or the shareholders. I declined. He also asked FEISS, and I am not sure what decision he made, but I believe an altered PPM was used to secure further investments.

In 2015 it also came to my attention that TAGNETICS management had paid MCWILLIAMS and John White and other executives huge salaries with investor funds, in spite of the lack of any significant sales, and in

addition to the large salaries they received at COMPASS. TAGNETICS management had also awarded themselves tens of thousands of shares. Moreover they had written themselves employment contracts containing enormous severance agreements and not advised the board members or shareholders of them. All the while they were paying executives "in stock" and recording millions of dollars in "delinquent payroll".

I advised John White and GOLDSMITH/TAFT that I believed that through these and other actions, TAGNETICS management was creating huge risk and liability for the company - and for the board members personally - and was not disclosing any of it to the board or the shareholders. I received no response from GOLDSMITH/TAFT. To my recollection, I have received no communication at all on any topic from TAFT since I reported the discrepancies. I resigned from the TAGNETICS board and have had no role in their business since - other than involuntary investments of millions of dollars of COMPASS money in TAGNETICS.

In 2015, TAGNETICS management engaged Morgan Stanley to raise capital for TAGNETICS. To my knowledge, Morgan Stanley never secured any investment in TAGNETICS, either for themselves or for any client. But Morgan Stanley did create a presentation of the multi-billion dollar "potential market" for electronic shelf labels. That presentation has been used to secure additional investor funds. Recently, I have been told that it was presented in an attempt to secure investment from Paul Jacobs/Qualcomm whose attorneys reported its improper use back to Morgan Stanley.

In 2016, John White asked to meet with me and told me that he might have to "do some time" or "disappear for a while". He repeated these comments on several different occasions. Although he never specifically said why, I presumed that it was related to his actions fraudulently buying and selling nearly ten million dollars of TAGNETICS securities. I doubt that TAGNETICS presently could even make a complete and correct table of shareholders. I offered to assist him any legal way that I could, and suggested immediately suspending all operations of TAGNETICS while we tried to assess the situation. John White's idea instead was basically that I continue to run the TAGNETICS Ponzi-scheme as a figurehead while he "disappeared". I declined, of course.

In response, since 2016, TAGNETICS management (still assisted by FEISS and MCWILLIAMS and GOLDSMITH/TAFT) has pursued new investors with more vigor than ever. They began telling investors that COMPASS owns TAGNETICS, and have continued selling TAGNETICS stock and options from a purported inventory at COMPASS. In most cases they do not provide any PPM and instead use the Morgan Stanley preliminary market analysis. They have "sold" millions of dollars in TAGNETICS stock purportedly held by COMPASS to investors to include everyone from Morgan Stanley partners all the way down to COMPASS employees who do not qualify as accredited investors. I am certain that they have failed to disclose the dire TAGNETICS financial position, the void and tax delinquent corporate status, or the involuntary bankruptcy

petition filed in the Southern District of Ohio. They have stopped using the name TAGNETICS and instead formed shell companies to hold investments in "POWERSHELF" and "COMPASS DIGITAL".

When TAGNETICS was evicted from their offices in Ohio, they simply assumed the COMPASS address in Annapolis. TAGNETICS has no office, no phone, no website, and no employees - although COMPASS does pay millions of dollars each year to COMPASS employees to work for TAGNETICS and keep up the TAGNETICS façade. John White has replaced COMPASS management with members of TAGNETICS management, and also purportedly replaced the COMPASS board with TAGNETICS management.

In response to my repeated objections to his actions and caution against continuing them, John White has threatened to "ruin" me, and terminate my employment at COMPASS, and even report false crimes. He has managed to engage a local attorney to (he says) prepare a "civil RICO" claim against me to be filed if I do not immediately resign and forfeit my ownership of COMPASS. Clearly, he intends to escalate the fraudulent TAGNETICS stock sales into COMPASS stock sales.

I randomly get ominous texts that say "last chance" or I am going to be in "handcuffs". He indicates that his "multi-millionaire" partners will sue me (or worse) if I interfere with their stock transactions. Moreover, John White, and FEISS and MCWILLIAMS and TAGNETICS management appear to be taking all the steps that they can to destroy any records of past transactions and impede any investigation into the TAGNETICS securities sales.

Currently, TAGNETICS and COMPASS, at the direction of John White and with the participation of GOLDSMITH, TAFT, FEISS, and MCWILLIAMS, have entered into an agreement to accept an 11 million dollar investment in TAGNETICS (or one of the new shell companies) from SFS-Imagotag, which is part of the BOE Technology Group. Once again, I am certain that they have failed to disclose the dire TAGNETICS financial position, the void and tax delinquent corporate status, or the involuntary bankruptcy petition filed in the Southern District of Ohio. That transaction is due to close before June 30, 2019 according to the term sheet.

I write to you because I cannot stop TAGNETICS management from continuing their fraudulent sale of TAGNETICS stock, or their use of COMPASS as the conduit. I know that you have a large number of claims made and limited time and resources to address them. Because it is a continuing fraud, I hope that this information is something that you will review quickly, and am anxious to hear any direction from you after you have done so. I will provide any information or assistance that I can.

Sincerely,

Daniel White